

EXHIBIT AA



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ROSE ACRE FARMS

This agreement supersedes any previous agreement between Pace Dairy and Rose Acre Farms and shall be effective on February 2, 2003 and shall remain in effect until January 31, 2004.

I. Volume

Rose Acre Farms will agree to supply and Kroger will agree to purchase eggs used by Kroger at the following warehouse locations:

Atlanta, Georgia
Phoenix, Arizona

This volume is to reflect the total weekly needs of the above warehouses, which will fluctuate from week to week. Notwithstanding the above, Pace is not required to purchase any certain volume of eggs during the term hereof.

II. Cartoned Eggs

Effective for eggs delivered to the Kroger warehouse in Atlanta, Georgia. Cartoned eggs will be priced F.O.B. Kroger supplied warehouses, including the one-dozen carton, multi-pack materials or shipping containers. All Urner Barry quotes are based on a white egg.

Grade A Jumbo	<.0183>	Midwest Urner Barry Large Market
Grade A Ex-Large	<.1045>	Midwest Urner Barry Large Market
Grade AA Large	<.1345>	Midwest Urner Barry Large Market
Grade A Large	<.1345>	Midwest Urner Barry Large Market
Grade A Large 18	<.1372>	Midwest Urner Barry Large Market
Grade A Large 6	<.0435>	Midwest Urner Barry Large Market
Grade A Medium	<.1145>	Midwest Urner Barry Medium Market
Grade A Medium 2.5	<.1038>	Midwest Urner Barry Medium Market
Grade A Small	<.1145>	Midwest Urner Barry Small Market
Grade A Large Brown	+.0155	Midwest Urner Barry Large Market

The above pricing applies to eggs delivered to the Atlanta, Georgia warehouse.

DEFENDANTS'
EXHIBIT
CaseNo.2:08-md-2002 DAP
D-0024

Highly Confidential

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Effective for eggs delivered to the Kroger warehouse in Phoenix, Arizona. Cartoned eggs will be priced F.O.B. Kroger supplied warehouses, including the one-dozen carton, multi-pack materials or shipping containers. All Umer Barry quotes are based on a white egg.

Grade A Jumbo	+.0400	Midwest Umer Barry Large Market
Grade A Ex-Large	<.0500>	Midwest Umer Barry Large Market
Grade AA Large	<.0700>	Midwest Umer Barry Large Market
Grade A Large	<.0700>	Midwest Umer Barry Large Market
Grade A Large 18	<.0700>	Midwest Umer Barry Large Market
Grade A Large 6	<.0400>	Midwest Umer Barry Large Market
Grade A Medium	<.0700>	Midwest Umer Barry Medium Market
Grade A Medium 2.5	<.0400>	Midwest Umer Barry Medium Market
Grade A Small	<.0900>	Midwest Umer Barry Small Market
Grade A Brown	+.0500	Midwest Umer Barry Large Market
Grade A Large 5 Doz	<.0350>	Midwest Umer Barry Large Market

The above pricing applies to eggs delivered to the Phoenix, Arizona warehouse.

If Kroger causes eggs to be shipped to other locations, Kroger and Rose Acre Farms will negotiate the additional freight incurred at that time.

This agreement provides that during the term of the contract, Rose Acre Farms has the option to supply eggs to Kroger from other Rose Acre Farms production sites so long as they meet all of the other contractual requirements.

III. Billing - Subject to change at Pace Dairy's discretion

Cartoned eggs will be billed to Atlanta, Georgia warehouse as follows:

Grade A Jumbo	<.0183>	Midwest Umer Barry Large Market
Grade A Ex-Large	<.1045>	Midwest Umer Barry Large Market
Grade AA Large	<.1345>	Midwest Umer Barry Large Market
Grade A Large	<.1345>	Midwest Umer Barry Large Market
Grade A Large 18	<.1372>	Midwest Umer Barry Large Market
Grade A Large 6	<.0435>	Midwest Umer Barry Large Market
Grade A Medium	<.1145>	Midwest Umer Barry Medium Market
Grade A Medium 2.5	<.1038>	Midwest Umer Barry Medium Market
Grade A Small	<.1145>	Midwest Umer Barry Small Market
Grade A Large Brown	+.0155	Midwest Umer Barry Large Market

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Cartoned eggs will be billed to Phoenix, Arizona warehouse as follows:

Grade A Jumbo	+.0400	Southcentral Umer Barry Large Market
Grade A Ex-Large	<.0500>	Southcentral Umer Barry Large Market
Grade AA Large	<.0700>	Southcentral Umer Barry Large Market
Grade A Large	<.0700>	Southcentral Umer Barry Large Market
Grade A Large 18	<.0700>	Southcentral Umer Barry Large Market
Grade A Large 6	<.0400>	Southcentral Umer Barry Large Market
Grade A Medium	<.0700>	Southcentral Umer Barry Medium Market
Grade A Medium 2.5	<.0400>	Southcentral Umer Barry Medium Market
Grade A Small	<.0900>	Southcentral Umer Barry Small Market
Grade A Large Brown	+.0500	Southcentral Umer Barry Large Market
Grade A Large 5 Doz	<.0350>	Southcentral Umer Barry Large Market

The difference in the total cartoned egg cost per dozen and total cartoned egg billing per dozen will be billed solely to Rose Acre Farms by Pace at the end of each week. Terms are net (20) days from the date of invoice.

IV. Confirmations

Confirmations of product shipped must be faxed to Pace Dairy within 24 hours. Confirmations for the orders placed on the weekends must be faxed to Pace Dairy by noon on Monday. Failure to comply with Pace Dairy's confirmations policy will result in a \$100.00 charge per occurrence.

V. Market Difference

In addition to the above pricing, Rose Acre Farm will rebate a weekly market difference between Midwest and Southcentral Umer Barry markets for all dozens sold in the Phoenix, Arizona area. This market will be billed weekly based off of Thursday's Large quote for dozens sold between Sunday through Saturday for Phoenix, Arizona.

VI. Pricing Days

Eggs sold to Kroger will be based on the Thursday Umer Barry Regional Quote, Point of destination. Eggs delivered to Houston, Texas and Dallas, Texas will be Tuesday through Monday based on the prior Thursday's quotation. Detroit, Michigan, Indianapolis, Indiana, Shelbyville, Indiana and Columbus, Ohio will be Saturday through Friday based on the prior Thursday's quotation. Eggs delivered to Memphis, Tennessee will be Monday through Sunday based on the prior Thursday's quote. Eggs delivered to Roanoke, Virginia will be Thursday through Wednesday based on the Thursday's quotation. Eggs delivered to Louisville, Kentucky, Nashville, Tennessee and Atlanta, Georgia will be Friday through Thursday based on the prior Thursday's quotation. If the Market is not quoted on Thursday, the Wednesday market will apply.

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VII. Terms

Net Twenty (20) days from receipt of invoice.

VIII. Pallets

Pallets should be exchanged. If not, billed at \$5.50 each.

IX. Packaging Material

The above pricing included packaging material purchased from the Kroger Company. If at anytime during the term of the contract, Kroger's supplier of packaging materials should declare a price change, either increase or decrease, then Rose Acre Farms and Kroger shall negotiate the pricing basis for those items at that time.

Current packaging pricing is as follows:

<u>Carton</u>	<u>Case</u>
2x6 @ \$74.50/M	24 dozen @ \$915.75/M
3x6 @ \$107.75/M	20 dozen @ \$924.00/M
6 ct. @ \$105.50/M	
Jumbo @ \$75.50/M	
Sleeve @ \$125.00/M	

All packaging will be billed solely to Rose Acre Farms. Terms are net fourteen (14) days after receipt of invoice.

X. Taxes and Licenses

All Taxes and Licenses will be at Rose Acre Farm's expense. This includes Atlanta, Georgia and Phoenix, Arizona.

Any increase or new assessments will be paid by Rose Acre Farms.

XI. Shippers

All shippers will have OSD, pack date, expiration date, and plant number per item.

XII. Quit Clause

In the event of poor quality or orders not being filled on a regular basis, Kroger can void this agreement upon a 30 day written notice.

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XIII. HACCP Program

Rose Acre Farms shall develop a Hazard Analysis Critical Control Point (HACCP) program for the control of pathogenic organisms, such as Salmonella enteritidis in shell eggs. The program shall be inclusive from the breeding flocks through the transportation of eggs to Kroger. Contracted producer flocks shall be included in the HACCP program. The written HACCP program shall be subject to review by Pace. This shall constitute a hold harmless agreement for Kroger and its affiliates.

XIV. Kroger Orders

All Kroger orders shall be shipped as ordered. If the orders cannot be met, Kroger reserves the right to give the order to another supplier.

XV. Animal Welfare Certification

Rose Acre Farms must show proof that they are a "Certified Company" under the UEP guidelines for the "Animal Husbandry Guidelines for U.S. Egg Laying Flocks." A copy must be attached to this contract.

Kroger will not accept any eggs from Rose Acre Farms that have not been 100% produced in these terms.

PACE DAIRY FOODS OF INDIANA

by Bary Stull

ITS G.M. of Eggs Procurement

ROSE ACRE FARMS

by [Signature]

ITS UP Sales Rose Acre Farms